



TIGER LEASING GROUP

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March 18, 1980

I.C.C.
FEE OPERATION BR.

Secretary
Interstate Commerce Commission
Washington, D.C.

RECORDATION NO. 11417 TTT Filed 1425

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Re: Section 11303 Filing: Supplement dated as of
March 18, 1980 ("Supplement") to the Bailment
Agreement and Assignment of Leased dated as of
November 2, 1979, ("Bailment Agreement"), by and
between North American Car Corporation ("Bailee")
and General Electric Credit and Leasing Corporation
("Bailor"). Recorded under Recordation No. 11417.

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate Commerce Act are executed counterparts of the above described Supplements to the above described Bailment Agreement, between Bailee, 222 South Riverside Plaza, Chicago, Illinois 60606 and Bailor, P.O. Box 8300, 260 Long Ridge Road, Stamford, Connecticut 06904. The Bailment Agreement was recorded with the Interstate Commerce Commission at 1:15 p.m. on January 23, 1980, under Recordation No. 11417.

Under the Bailment Agreement, Bailee agrees to hold, lease, maintain and perform certain administrative and other services with respect to the equipment described in Schedule A thereto (which equipment has been or is to be sold to Bailor) and assigns, transfers and sets over unto Bailor all of Bailee's right, title and interest, powers, privileges and other benefits in, but not its obligations under, the leases of such equipment described in Schedule B to the Bailment Agreement, together with all amounts which may be received or credited to the account of Bailee in respect of mileage compensation from railroads using the equipment leased under such leases or any other sums received by or payable to Bailee from parties other than the lessee with respect thereto, all in accordance with the Bailment Agreement.

The Supplement, by its terms, amends Annex A and B to the Bailment Agreement as set forth in the Supplement and the schedules thereto.

NORTH AMERICAN CAR CORPORATION

222 SOUTH RIVERSIDE PLAZA • CHICAGO, ILLINOIS 60606 U.S.A. • (312) 648-4000 • TELEX 255222

*Mr. Lee
has one is
11417-TTT*



**TIGER
LEASING
GROUP**

Secretary
Interstate Commerce Commission

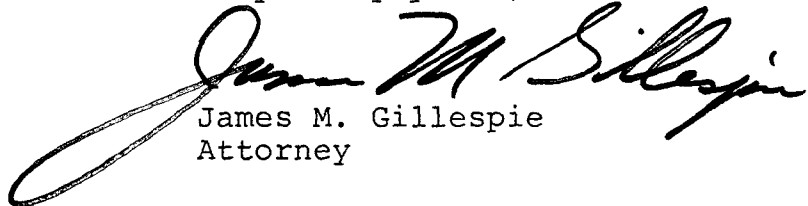
Page Two

Also enclosed is a check, payable to the Interstate Commerce Commission in the amount of \$10.00 as the recording fee for the Bailment Agreement.

Pursuant to the Commission's rules and regulations for the recording of certain documents, under Section 11303 of the Interstate Commerce Act, you are hereby requested to duly file two of each of the enclosed counterparts for record in your office and to return the remaining counterparts together with the Secretary's Certificate of Recording, to the messenger making this delivery.

If you have any questions, please contact me.

Very truly yours,



James M. Gillespie
Attorney

JMG/dak
enclosures

11417-+++
SUPPLEMENT, dated as of March 18, 1980 , to the
BAILMENT AGREEMENT AND ASSIGNMENT LEASES, dated as of
November 2, 1979, (the "Assignment"), between GENERAL
ELECTRIC CREDIT AND LEASING CORPORATION, a Delaware corporation
("GECC") and NORTH AMERICAN CAR CORPORATION, a Delaware
corporation ("NACC"):

WHEREAS, NACC and GECC desire to add the units of
railroad equipment referred to in Schedule A hereto (the
"Equipment") to the Assignment;

WHEREAS, NACC and GECC desire to assign the leases
referred to in Schedule B hereto (the "Leases") to the Assignment;

NOW THEREFORE, in consideration of the mutual cov-
enants and promises contained herein and in the Assignment,
GECC and NACC agree as follows:

Article I. Definitions, Interpretation

1.01. The definitions set forth or incorporated by
reference in the Assignment are incorporated herein by reference
to the same extent as if set forth herein, except as herein
otherwise provided.

1.02. In the event of any discrepancy between the
provisions of this Supplement and the provisions of the
Assignment, the provisions of the Assignment shall control and
the provisions hereof are expressly made subject thereto.

Article II. Supplement to Assignment

2.01. The Assignment is hereby supplemented to
add the Leases and the Equipment thereto.

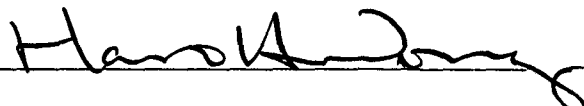
Article III. Representation and Warranties

3.01 The representations, warranties and covenants
of NACC in the Assignment are true and correct on and as of
the date hereof as though made on and as of this date.

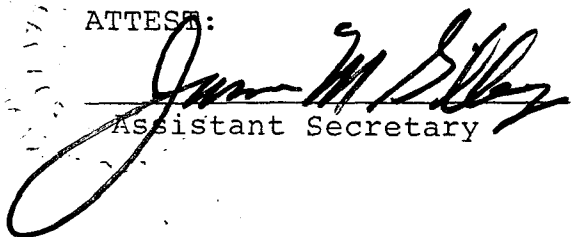
IN WITNESS WHEREOF, NACC and GECC have executed
this Supplement as of this 18th day of March , 1980.

NORTH AMERICAN CAR CORPORATION

By

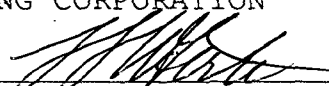


ATTEST:



Assistant Secretary

GENERAL ELECTRIC CREDIT AND
LEASING CORPORATION

By



ATTEST:


ANNE I. MALOY
ATTESTING SECRETARY

HERMAN W. GERTE
Manager-Special Projects

RECORDATION NO. 11417 TT
Filed 1425

FEB 5 1980 - 10 AM

INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)

) SS.:

COUNTY OF COOK)

On this *18th* day of *March*, 1980, before me personally appeared Harold Wong, to me personally known, who, being by me duly sworn, says that he is a Director-Railcar Administration Services of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

William A. Kelly
Notary Public

(Notarial Seal)

My Commission Expires Feb. 23, 1985

STATE OF *Connecticut*)

) SS.:

COUNTY OF *Fairfield*)

On this *20* day of *March*, 19 *80*, before me personally appeared *Ken Gerte*, to me personally known, who, being by me duly sworn, says that he is a *Manager, General Projects* of GENERAL ELECTRIC CREDIT AND LEASING CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Joan A. Sayer
Notary Public

JOAN A. SAYER
NOTARY PUBLIC

MY COMMISSION EXPIRES MARCH 31, 1981

(Notarial Seal)

SCHEDULE A

Description of
Equipment
(including AAR
designation

Quantity

Reporting Mark
(Inclusive)

Serial Number
(Inclusive)

4750 cubic foot
covered hopper cars,
100-ton trucks,
Class L0

3

NAHX 483989 -
483991

483989 -
483991

SCHEDULE B

<u>Dates and Numbers of Master Lease and Rider</u>	<u>Reporting Marks of Equipment Subject to Lease</u>	<u>Serial Numbers of Equipment Subject to Lease</u>	<u>Description of Equipment (in- cluding AAR desig.)</u>
Car Leasing Agreement 5334 (dated 8-7-79)	NAHX 483989 - 483991	483989 - 483991	4750 cubic foot covered hopper cars, 100-ton trucks, Class 10
Rider No. 1 (dated 8-7-79)			